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**Nelson  
Rink  
Limited**

**Memorandum and  
Articles of Association**

over - title, sp. 27491

"Companies Act, 1897," and Amendments.

# Memorandum of Association

OF

## A Company Limited by Shares

1. The name of the Company is "Nelson Rink, Limited."
2. The registered office of the Company will be situated at the City of Nelson, in the Province of British Columbia.
3. The objects of which the Company is formed are as follows :
  - (a) To construct at Nelson, British Columbia a skating or curling rink or both, and other buildings and works convenient for the purpose thereof, and to furnish, maintain and carry on said building or buildings, and other buildings when so erected or constructed, and to carry on the business of curling rink and skating rink proprietors and managers.
  - (b) To promote skating, curling and hockey and other athletic sports and pasttimes.
  - (c) To hold and arrange skating and curling competitions and hockey matches and Carnivals, and offer, grant or contribute therefor prizes or awards of distinction.
  - (d) To subscribe and become a member of and co-operate with any other Association whether incorporated or not, whose objects are altogether or in part similar to those of this Company.
  - (e) To provide a hall or other suitable rooms, buildings and places, and to permit the same or any part thereof to be used on such terms as the Company shall think fit for any purpose, public or private, and in particular for public meetings, exhibitions, concerts, lectures, dinners, theatrical performances and other entertainments.
  - (f) To carry on such other business as may seem to the Company capable of being carried on in connection with the above, and as the property of the Company may be suitable for.
  - (g) Generally to purchase, take on lease, or by exchange or otherwise acquire any real or personal property and any rights and privileges which the Company may think necessary or convenient for the purpose of its business, and in particular any lands, buildings, easements, privileges, machinery, plant and stock in trade.
  - (h) To sell, improve, mortgage, develop, exchange, lease dispose of, turn to account or otherwise deal with all or any part of the property and rights of this Company.

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(j) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures or other negotiable or transferable instruments.

(k) To distribute any of the property of the Company in specie among its members, and to do such other things as are incidental or conducive to the attainments of the above objects.

4. The nominal capital of the Company is twenty thousand dollars (\$20,000.00) divided into two hundred (200) shares of one hundred dollars (\$100.00) each, with power to increase and divide the shares in the capital for the time being (original or increased) into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions as to payment of dividends, distribution of assets or otherwise howsoever.

5. The corporate existence of the Company shall continue for fifty years.

6. The liability of the members is limited.

We, the several persons whose names and addresses are subscribed hereto are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital set opposite our respective names.

Dated at Nelson, B. C., this.....day of.....A. D., 1909.

**Witness as to all the above signatures:—**

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# Articles of Association

OF

## Nelson Wink. Limited

1. The regulations contained in Table marked "A" in the First Schedule of the "Companies Act, 1897," (hereinafter called Table "A") shall apply to the Company, except where the same are changed by or are inapplicable to and inconsistent with these articles.

### SHARES AND MEMBERSHIP

2. The shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and at such times as the Directors may think fit.
3. Clauses 4, 5, 6 and 7 of Table "A" shall have no application to this Company.
4. Clauses 17, 18, 19, 20, 21 and 22 of Table "A" shall have no application to this Company.
5. The shares, unless otherwise specially provided and so stated on each Certificate of Shares, shall be issued as non-assessable, and the Company shall not have any power to assess or make calls against the holder or holders of such shares.

### BORROWING POWER

6. The Directors may from time to time, at their discretion, raise or borrow any sum or sums for the purposes of the Company, but so that the amount at any one time owing in respect of monies so raised or borrowed shall not, without the sanction of a General Meeting, exceed the sum of \$10,000. Nevertheless no lender or other person dealing with the Company shall be concerned to see or inquire whether this limit is observed, or whether such sum or sums of money are borrowed for the purposes of the Company, or are properly applied.
7. The Directors may raise or secure the repayment of such monies in such manner upon such terms and conditions in all respects as they think fit, and, in particular, by the issue of bonds, debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital, for the time being.
8. Debentures, debenture stock, bonds and other securities may be assignable free from any equities between the Company and the persons to whom the same may be issued.
9. Any debentures, bonds or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.

### VOTES OF MEMBERS.

10. Clause 44 of Table "A" shall have no application to this Company, and in lieu thereof the following shall be inserted: At General Meetings every member shall have one vote for every share held by him in the Company.

### DIRECTORS.

11. Table "A" is hereby amended by adding thereto the following:
  - 54a. The number of Directors shall not be less than three nor more than seven, unless otherwise determined by a General Meeting of the Shareholders.
  - 54b. Unless otherwise determined by a resolution of the Directors, three Directors personally present shall form a quorum for the transaction of business.





## DISQUALIFICATION OF DIRECTORS.

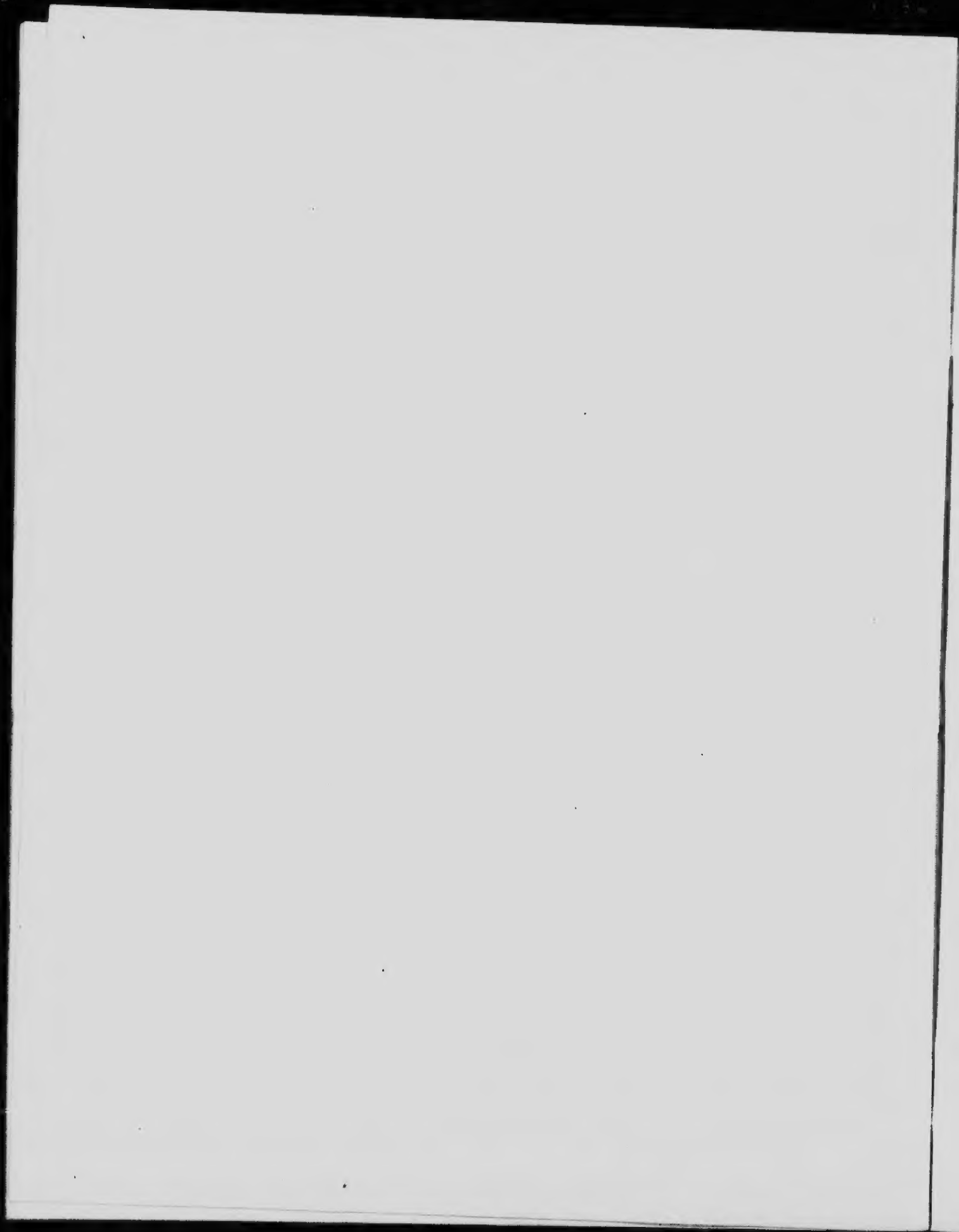
12. The office of the Director shall be vacant :
  - a. If he cease to hold any share in the company.
  - b. If he becomes bankrupt, insolvent or compounds with his creditors.
  - c. If he be declared a lunatic or becomes of unsound mind.
  - d. If he sends in a written resignation to the Board, and the same be accepted or not withdrawn for seven days.
13. No Director shall be disqualified through holding any other office or place of profit under the company, or through sale of any property to the company, or having any contract with the company.

## ROTATION OF DIRECTORS.

14. Clause 58 and 59 of Table "A" shall have no application to this company, but the following is substituted in place thereof : At the first Ordinary Meeting after the registration of the company, and at the first succeeding Ordinary Meeting in every subsequent year, the whole of the Directors shall retire from office ; and the company at every such General Meeting shall fill up the vacant offices by electing a like number of duly qualified members as Directors.

## POWERS OF DIRECTORS.

15. The Directors shall have all the powers conferred by Table "A" in particular, and in addition thereto and by way of explanation and without prejudicing the general powers conferred by Table "A" and other powers conferred by these presents, anywise Directors shall have the following powers, that is to say, power :
  1. To pay the costs and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company, and to purchase or otherwise acquire for the company any property rights, water rights or privileges which the company is authorized to acquire at such prices and generally on such terms and conditions as they think fit.
  2. To sell, manage, develop, improve, exchange, lease, dispose of, turn to account or otherwise deal with all or any of the property or rights of the company on such terms and conditions as they think fit.
  3. To appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services, as they may from time to time think fit, and to determine their duties and fix their salaries, commission or emoluments, and to require security in such instances and to such an amount as they think fit.
  4. To determine who shall be entitled to sign on the company's behalf bills, notes, receipts, acceptances, indorsements, cheques, releases, contracts and documents.
  5. To appoint one or more Trustees to hold land, or for any other purposes on behalf of the company.
  6. To enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name of the company as they may think expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the company.
  7. To secure the fulfilment of any contracts or engagements entered into by the company by mortgage or charge on all or any of the property of the company and its unpaid capital for the time being or in any such manner as they may think fit.
  8. To execute in the name and on behalf of the company in favor of any Director or other person who may incur any personal liability for the benefit of the company, such mortgages on the company's property, present and future, as they think fit, and such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.
  9. To give any officer or other person employed by the company a commission on the profits of any particular business transaction or a share of the profits of the company, and such commission or shares of the profits shall be treated as part of the working expenses of the company.



10. From time to time make, vary and repeal by-laws for the regulation of the business of the company, its officers and servants, or the members of the company, or any section thereof.

16. Any Director may, notwithstanding any rule of law or equity to the contrary, be appointed to any office under the Directors with or without emolument; but he shall not vote on a question connected with the appointment or remuneration of such office. No Director shall be liable or accountable for any profits made from or in connection with any contract lawfully made by him with a firm, company or syndicate in which he may be a partner, shareholder or otherwise interested, to the company, or from or in connection with any office held by him under this company.

#### MANAGING DIRECTOR.

17. The Directors may from time to time, with the sanction of a General Meeting, appoint one or more of their body to be Managing Director or Managing Directors of the company, either for a fixed term or without any limitation as to the period for which he or they are to hold such office, and may from time to time dismiss him or them from office and appoint another or others in his or their place or places, and fix the powers of and the remuneration to be paid such Managing Director or Directors.

#### DIVIDENDS.

18. Clause 72 of Table "A" is amended by adding thereto the following:

72a. The Directors may from time to time pay to the shareholders such interim dividends as in their judgment the position of the company justifies.

#### SEAL.

19. The Directors shall forthwith provide a Common Seal for the company, and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof.

#### ACCOUNTS.

20. Clauses 78, 79, 80, 81 and 82 of Table "A" shall have no application to this company, but Section 6 of the "Companies Act Amendment Act, 1904," shall be substituted in place thereof.

NAMES	Addresses and Description of Subscribers	Number of Shares taken by each Subscriber

Dated at Nelson, B. C., this ..... day of ..... A. D., 1909.

Witness as to all the above signatures:—